

A SPORTS DIVISION OF USA-WS

NWSRA BYLAWS

AS APPROVED BY NWSRA NATIONAL

BOARD OF DIRECTORS

JANUARY 18, 2004

BYLAWS
NATIONAL WATER SKI RACING ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

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BYLAWS
NATIONAL WATER SKI RACING ASSOCIATION
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION
AS REVISED IN
JANUARY 2004

ARTICLE I - NAME

The name of this organization shall be the "National Water Ski Racing Association, Inc.", the abbreviation of which shall be "NWSRA". NWSRA is the National Governing body of water ski racing in the United States of America / and is a Sports Discipline of USA WATER SKI, INC.

ARTICLE 11 – PURPOSES

The purpose of this Association (sometimes referred to herein as the "NWSRA") shall be to organize and to promote water ski racing in the United States, and under the direction of the USA WATER SKI, INC. ("USA-WS") and through it's affiliation with the International Water Ski Federation ("IWSF"), to promote water ski racing throughout the world. The USA-WS shall act as the official authority through the NWSRA for water ski racing in the United States of America.

ARTICLE III – OFFICES

Principal Office: The principal office of the association for its transaction of business shall initially be a place and address established by the National Board of Directors, within the state of California.

Change of Address: The National Board of Directors is hereby granted full power and authority to change the principal office of the association from one location to another within the state of California, without prior notice to the membership. Any change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Other Offices: Branch offices may at any time be established by the National Board of Directors wherever the association is qualified to conduct business.

ARTICLE IV – MEMBERSHIP

Classification of Membership: The association shall have four (4) types of memberships only, each shall have certain privileges and rights as described below. No person, club or entity shall hold more than one membership in the Association. The types of memberships shall be:

Full Individual: Any person who has attained the age of eighteen (18) is entitled to one vote on each matter submitted to a vote of the Members. Any person who is under 18 years of age shall be classified as a non-voting member. The term "member" or "members" as used in these Bylaws shall mean voting members only, unless otherwise specified.

Special: Special classes of membership without voting privileges, i.e. Patron Membership, Honorary Membership and other classes of membership, may be authorized and established by the National Board of Directors on such terms and conditions, for such dues and with such reasonable rights and privileges as it may establish from time to time.

Associate Club: Clubs may obtain associate membership in the NWSRA. All club members shall be members in good standing of both USA-WS and NWSRA. Clubs as a whole have no voting privileges.

Associate Corporate: Any corporate entity or organization interested in water ski racing may obtain corporate membership. Corporate entities as a whole have no voting privileges.

Eligibility for Membership: Membership in the NWSRA shall be open without discrimination to any person, club or corporate entity interested in water ski racing. Individuals and clubs must also be members in good standing of USA-WS.

Qualification for Membership: Any person, club or corporate entity eligible for membership is qualified for membership only after such person, club or entity has completed an application for membership and has submitted the applicable dues.

Admission to Membership: Any person, club or corporate entity eligible and qualified for membership under the provisions of these Bylaws, shall be admitted to membership only on the approval of the National Board of Directors (or of a Membership duly authorized, by resolution, to admit members) of an application submitted by such person, club or corporate entity in such form and in such manner as shall be prescribed by the National Board of Directors.

Dues: The annual dues payable to the Association by Members shall be in such amounts as shall be determined by resolution of the National Board of Directors. Dues shall be payable for the first year on application for membership and annually thereafter at such time or times as may be fixed by the National Board of Directors. A Member, on learning of the amount of dues determined by the National Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

Assessments: Memberships shall be nonassessable.

Number of Members: There shall be no limit on the number of Members the NWSRA may admit.

Transferability of Membership: Neither the membership in the NWSRA nor any rights in the membership may be transferred or assigned for value or otherwise.

Membership Book: The NWSRA shall keep in written form (or in any form capable of being converted into written form) a membership book containing the name, address, and status of each Member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the NWSRA.

ARTICLE V – DIRECTORS

Title: Collectively, the Directors shall be known as the National Board of Directors. The National Board of Directors (herein sometimes referred to as the "Board") shall have full power and authority over the affairs of the NWSRA except as limited in these Bylaws. The voting members of the Board shall consist of Elected Officers (as defined below), Chairpersons of Required Committees, the most recent Past President, and the elected Associate Region's President and Vice President. Each Board member shall be a current member of the NWSRA and the USA-WS in good standing. The total number of voting members of the Board shall be limited to no more than twelve (12). This number shall only change upon the approval of the National Board of Directors for additional Required Committees and/or Associate Regions. At that time the Chairperson of the new Required Committee and the newly elected Region President and Vice President shall become Directors and members of the Board. An individual member may hold up to two (2) positions of the Board of Directors, but they will only be allowed one (1) vote.

Qualifications: The Directors of the NWSRA shall be residents of the United States of America and Members in good standing of both the NWSRA and USA-WS. With the exception of the initial Directors of the NWSRA, the Directors shall also be exofficio, as follows:

Elected officers of the NWSRA: Elected Officers of the NWSRA (as defined below) shall also be members of the Board.

Required Committee Chairpersons: Chairpersons of the Required Committees as established under these Bylaws shall be members of the Board,

Past President: The most recent past President shall also be a member of the Board.

Associate Region Presidents & Vice Presidents: The elected President and Vice President of any Associate Region established under these Bylaws shall be members of the Board.

Terms of Office: Each Director, with the exception of the National President and the International Committee Chairperson, whose terms are for two years, shall hold office for one year commencing at the Annual Fall National Board of Directors Meeting. In the event a Director is removed at a meeting of the National Board of Directors, the board may temporarily fill the vacancy until such time a successor is elected and qualified. Nothing herein contained shall preclude reelection of the same person for successive terms of office.

Duties of Board: The duties of the National Board of Directors shall include, but shall not necessarily be limited to the following:

1. To solicit, organize and approve the creation of Associate Region Organizations.
2. To approve and maintain the by-laws of the NWSRA and monitor adherence to them.
3. To have final authority in the accepting, rejecting or disciplining of any member, group of members, Region organization, Associate Club or Corporate entity.
4. To assign National Water Ski Racing Association Associate Clubs to a specific Region and to relocate them as necessary as new regions are created; geographical boundaries and Regions are to be approved by the National Board of Directors.
5. The NWSRA National Board of Directors shall have full power and authority over the affairs of the NWSRA, except as limited in these by-laws, Motions or by veto of the USA-WS Board of Directors.
6. Voting on race and safety rules shall be done by the NWSRA National Board of Directors. Acceptance or rejection of new or old rules requires a two-thirds majority vote of all Board members.

Compensation: The Directors shall serve without compensation except wherein the Board votes to reimburse for personal expenses while performing duties for and on behalf of the NWSRA.

Meetings: Meetings of the Board of Directors may be called by the President of the NWSRA or any two (2) Directors of the Board. All meetings of the Board shall be held at a location agreed upon and approved by a simple majority of all Board members of the NWSRA.

Quorum: In order to constitute a quorum at all meetings of the Board, there must be present a simple majority of all the voting Directors. Directors or their designated proxy must be present to vote for the transaction of business, except as hereinafter provided.

Transactions of Board: Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a two-thirds majority of the Directors present at a meeting duly held at which a quorum is present in the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a two thirds majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings: Any Director selected by the Directors present shall preside at meetings of the National Board of Directors. The Secretary of the NWSRA, or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment: A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Removal of Directors:

1. **Removal for Cause:** The Board may declare vacant the office of a Director on the occurrence of any of the following events:
 - a. The Director has been declared of unsound mind by a final order of court;
 - b. The Director has been convicted of a felony; or
 - c. The Director has failed to attend two (2) meetings of the Board without prior notice to the President and appointment of a proxy.
 - d. The Director has ceased to occupy the office or position, which caused his or her presence on the Board.

2. **Resignation of Director:** Any Director may resign effective on giving written notice to the President of the National Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

3. **Filling Vacancies by Directors:** Except for a vacancy created by the removal of a Director pursuant to the articles stated in "Removal of Directors", vacancies on the National Board of Directors may be filled on a temporary basis by approval of the National Board of Directors.

Voting:

1. **Proxy Voting:** Directors, Officers and Committee Chairpersons entitled to vote shall be permitted to vote or act by proxy.
2. **Action Without Meeting by Written Ballot:**
 - a. **Election of Elected Officers:** Elected Officers shall be elected by written Ballot. Nominations for Elected Officers will be submitted to the Board by the Region Representatives or members of the current Board at the Board's September Meeting. The National Board of Directors, through the Business Manager's office will prepare the ballots and distribute to all NWSRA full members. Ballots will be returned to the Business Manager's office prior to the Board's Annual Fall National Board of Director's meeting.
 - b. **Ballot Requirements:** Any ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the NWSRA. Approval by written ballot shall be valid only when the number of votes cast by ballot and returned within the time period specified equals or exceeds the number designated for passage or defeat of an issue or the election or defeat of a candidate for office as specified by the National Board of Directors.
 - c. **Solicitation of Ballots:** Ballots shall be solicited in a manner consistent with the requirements of giving notice of Members set forth in these Bylaws and of voting by written ballot as listed in these Bylaws. All such solicitations shall indicate the number of responses needed to meet the requirement and, with respect to ballots other than for election of Directors and Officers, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

National Executive Council: Shall consist of the five National elected officers (President, Vice President, Secretary, Treasurer, Sergeant At Arms and the most recent past President.

Duties:

- a. Assist the Treasurer in preparing the budget for presentation to the NWSRA Board of Directors.
- b. Assist the President in monitoring the administrative operations of NWSRA and recommended procedures, on behalf of the Board, as relates to the management of the organization.
- c. Review and make recommendations regarding all financial investments and contracts proposed to be entered into by the National or Region organizations.
- d. To review and make recommendations to the Board relating to the programs, long range plans and financial interests of the NWSRA.
- e. Checks are to be signed by two (2) members (not husband and wife) of the National Executive Council.

ARTICLE VI – OFFICERS

The Elected officers ("Elected Officers") of NWSRA shall include a President, a Vice President/Race Chairperson, a Secretary, a Chief Financial Officer/Treasurer, and a Sergeant-At-Arms with such duties as shall be described in these Bylaws and as may be necessary to enable them to sign instruments. The President is the General Manager and Chief Executive Officer of the Association. The President and the Treasurer cannot be husband and wife and neither the Secretary nor the Chief Financial Officer/Treasurer may serve concurrently as President.

The Business Manager shall be determined by the National Board of Directors approval and shall serve at the discretion of the Board.

All officers are expected to attend all Board meetings. An Officer will be allowed a voice but not a vote unless he is a current Director on the National Board of Directors.

Duties of Officers: The duties and power of the Officers of the NWSRA shall include, but shall not necessarily be limited to the following:

1. President - Shall preside at all meetings of the NWSRA National Board of Directors. The President shall be an ex-officio member of all standing committees; shall be familiar with and thus enforce the National Water Ski Racing Association's Bylaws and Motions; shall coordinate all NWSRA business activity; and shall direct all correspondence through the NWSRA secretary. The President has no voting power except as a tie breaker. The President's term shall be for two (2) consecutive years. Prior to being elected President (except for the first president) he shall have previously held a position on the National Board of Directors. All other nominations not meeting these requirements for President must be approved by the Board of Directors. The President shall also serve as the NWSRA Director on the USA-WS Board of Directors.
2. Vice President/Race Chairperson - Shall attend the NWSRA National Executive Board meetings and perform the duties as described in Article V., Duties of Board # I - 6. During the absence and/or inability of the President to render and perform their duties or exercise their powers, the same shall be performed and exercised by the Vice President/Race Chairperson; and when so acting, they shall have all the powers and be subject to all the same responsibilities hereby given to or imposed upon the NWSRA President. He shall also chair and preside over all race committee business, preside over the writing of and the interpretation of the NWSRA race rules, shall receive point standings, shall see that a supply of race rules and standard forms as necessary to Region representatives, shall Interpret NWSRA Race Rules (but he shall have no decision-making powers on protests except as a tie breaker) at the Circle National Championship races, as well as all NWSRA Sanctioned Marathon races.

3. Secretary - Shall attend the NWSRA National Executive Board meetings and perform the duties as described in Article V., Duties of Board # 1 - 6. The Secretary is the recording officer of the NWSRA National Executive Board and the nominal custodian of its records. They shall keep a true record of the National Board of Directors regular business meetings, which shall be read at the following meeting. They shall keep a correct list of the names and addresses of all NWSRA members, as provided by the Business Manager. They shall read all communications and attend to all correspondence of the NWSRA and carefully preserve the same for their successor.
4. Chief Financial Officer/Treasurer - Shall attend the NWSRA National Board of Directors meetings and perform the duties as described in Article V., Duties of Board # I - 6. He shall be responsible for the control and care of the NWSRA funds and the maintenance of appropriate records.
 - a. He shall keep an accurate account of monies received and disbursed, including those held by region affiliates.
 - b. He shall be responsible for depositing monies immediately into the Federal Reserve affiliated bank agreed upon by the NWSRA National Board of Directors.
 - c. He shall pay all bills under \$500.00 as previously discussed by the Board. Checks are to be signed by two (2) members of the National Executive Council - not a husband and wife. Amounts exceeding the \$500.00 limit must be first be approved by the Board.
 - d. Region Funds may be disbursed with the approval of the Region Executive Board, and must be reported monthly to the NWSRA CFO/Treasurer.
 - e. His duties shall include keeping a correct list of the Names and the Addresses of all NWSRA members and providing the NWSRA Secretary with same, notifying Region Treasurers in writing of all Individual members and Associate Clubs in arrears for dues.
 - f. At the final yearly meeting of each calendar year (and upon request by the NWSRA National Executive Council) he shall submit the transactions of his office during the preceding calendar year for auditing and review.
5. Sergeant-At-Arms - Shall attend the NWSRA National Board of Directors meetings and perform the duties as described in Article V., Duties of Board # 1-6. The Sergeant-At-Arms shall preside at the door during all NWSRA National Board of Directors meetings to help preserve order and do any other duties requested by the presiding officer. He shall assign and maintain a list of approved boat numbers and qualified boat drivers.
6. Business Manager - The duties of the Business Manager shall be determined by the National Board of Directors and set forth in an employment contract. Those duties shall include but not be limited to the following:
 - a. Shall attend all NWSRA National Board of Directors meetings.
 - b. Shall manage the NWSRA Headquarters office and provide the principal coordination and administration of NWSRA day-to-day activities and programs as approved by the Board.
 - c. In cooperation with the Secretary of NWSRA, shall arrange for the maintenance of the books, records, statements, certificates, etc. required of the NWSRA or its officer by law, or by any authorized action taken under the Bylaws; shall keep the minutes of the meetings of the Board of Directors in appropriate books and shall be responsible for serving of all notices of the NWSRA, and for the custody of its records.
 - d. In cooperation with the CFO/Treasurer of the NWSRA, shall arrange for the receipt, deposit, and disbursement of NWSRA funds and the handling thereof; shall keep, or cause to be kept, at the office of NWSRA correct books of accounts as may be required.

- e. Shall cause all communications addressed to the Business Manager or NWSRA by any Officer, Director or member of the NWSRA to be presented to the Board at its stated meetings.
- f. Upon request by the National Executive Council, shall attend meetings of the Executive Council with voice but no vote.
- g. Shall receive participant, Associate Club, and Corporate membership applications, dues and sanction fees; shall administer the solicitation, return and count of all written NWSRA ballots; coordinates the creation, and distribution of the NWSRA Newsletter, informational flyers, brochures, media packets, membership rosters and current membership mailing lists; coordinate creation and submission of journalistic articles for USA-WS "Waterskier" magazine and other related water industry publications;
- h. Provide assistance in developing better communication and correspondence, internally within the NWSRA and with like groups and areas throughout North America.

Removal of Officer and Vacancies: The National Board of Directors shall fill any vacancy without undue delay by a simple majority vote of all the Board of Directors at a regular meeting or by mail ballot. Such replacement shall serve until the next opportunity for the Board to elect a permanent replacement. The Board may remove any Officer by two-thirds (2/3) majority vote of all Board members at any time for sufficient cause. In case of disability of any Officer, or for any other sufficient cause, the Board may, by a simple majority vote of the Board members present, delegate the powers and duties of such Officer for a designated time to any other officer or Board member.

ARTICLE VII - COMMITTEES

Required Committees: The Board shall appoint such committees as are specified in this paragraph (the "Required Committees") to perform such general or special duties as may from time to time be delegated to any such committee by the Board or by these bylaws. The newly elected, five (5) Elected officers, the Region Presidents and Vice Presidents, and the most recent Past President will appoint "Required Committee Chairpersons" by a simple majority vote. The members of such committees shall be appointed by the Chairperson and the President of the NWSRA upon approval by the Board. The "Required Committees shall include:

Duties of Required Committees:

1. **International Committee:** The Chair shall attend the National Board of Directors meetings and perform duties as described in Article V., Duties of Board # I - 6. The term of office shall be two (2) years, running concurrently with the International Water Ski Federation (IWSF) World Ski Racing Championship schedule.
 - a. To oversee the sponsorships, conduct and policies of NWSRA activities on the International level.
 - b. He shall promote participation of International competition; shall coordinate information and correspondence between the NWSRA, USA-WS, individual International competitors and International Sports Federations as it pertains to water ski racing;
 - c. Shall request, correlate and dispense world team skier information sheets for world team selection; shall have one vote as a member of the selection committee for the NWSRA/USA World Water Ski Racing Championships Team; shall coordinate and be responsible for the International Fund Raising efforts, maintain the International budget and bank account.
 - d. The committee shall oversee all Non-World Championships International NWSRA/USA Water Ski Racing Teams and individuals seeking to compete abroad.
 - e. Shall coordinate and issue all required International racing licenses.

2. **Safety Committee:** The Chair shall attend the National Board of Directors meetings and perform duties as described in Article V., Duties of Board # I – 6.
 - a. He shall coordinate and oversee all NWSRA safety aspects and programs so as to closely comply with the provisions of the USA-WS Safety Directors program as it pertains to water ski racing, including safety rules, procedures, policies, driver, observer, skier and boat safety equipment.
 - b. To develop and maintain a safety education and research program which addresses safety issues to include race course setting, layout, inspection and approval procedures for safety equipment; compile and maintain a database of all safety and injury reports.

Special Committees: Special committees as/are specified in this Article to perform such general or special duties as may from time to time be delegated to any such committee by the Board or by these Bylaws. The Chairperson and the members of such committees shall be members of the NWSRA and USA-WS in good standing. They shall be appointed by the President with the approval of the Board. The duties and duration of such committees may be determined by the President with the approval of the Board. The Chairpersons and committee members of Special Committees shall have a voice at National Board of Directors meetings but shall have no vote. Subject to the approval of the Board, the President may appoint any, all or none of the following Special committees:

1. **Marathon Coordinator:** The Chairperson shall report directly to the National Vice President/Race Chairperson. They shall establish direct communication with the sponsoring Region and/or organizing committee race chairperson to assist and to insure compliance with all appropriate NWSPA race rules, obligations and policies.
2. **Points Custodian:** The Chairperson shall obtain the score sheets from the hosting organizing committee of each Associate Region sanctioned Circle and Marathon race event, log the results and check for mathematical errors. They shall produce a point sheet indicating order and finishes for each class which will be available for distribution to the National Vice President /Race Chairperson, the Business Manager and to the general membership. At the National Circle Championship Races, they will assist in the calculation of the combined heat totals to determine each participant's final placing position.

ARTICLE VIII – VOTING

Associate Regions: Regions will be solicited, established and approved by two- thirds (2/3) majority of the National Board of Directors present at the time of the vote. This includes the assigning of Associate Clubs to a specific Region.

Bylaw Amendments: All proposed bylaw changes will be submitted to the NWSRA National Board of Directors, preferably through an Associate Region. The National Board of Directors shall approve or disapprove bylaw changes by a simple majority, equaling a simple majority of the total number of directors on the Board. If approved, the bylaw changes will be printed in their entirety in the following distributed NWSRA Newsletter. Ballots will then be mailed to NWSRA members in good standing with both the NWSRA and USA-WS, Inc. for ratification. The said proposed amendments may be adopted upon approval thereof by a simple majority of the votes cast and returned by the voting members of NWSRA.

Elected Officers: Nominations for NWSRA National Elected Officers are to be submitted to the Board by the Region representatives or by a member of the board prior to or at the September Meeting. The NWSRA National Board of Directors, through the Business Manager's committee will prepare the ballots and distribute to all NWSRA members in good standing. Ballots will be returned to the National Business Manager's committee prior to the Annual Fall Board of Directors Meeting. Incoming and Outgoing Directors, Officers and Committee Chairpersons will attend the NWSRA Annual Fall Board of Directors Meeting.

Investments or Contracts: Any proposed investments or contracts entered into by an Associate Region or by the NWSRA must be approved by a simple majority of all the National Board of Directors.

National Race and Safety Rules:

Voting on race rules, with the exception of Safety Rules, shall be done at a meeting prescribed by the NWSRA National Board of Directors. Acceptance of new or rejection of old rules requires a two-thirds (2/3) majority vote of the board members present at the time of the vote.

Voting on Safety issue Rules may be done at any NWSRA National Board of Directors meeting. The acceptance of new or rejection of old rules requires a two-thirds (2/3) majority vote of the board members present at the time of the vote.

General Business: Voting on general business is done by the NWSRA National Board of Directors. Acceptance or rejection requires a simple majority of the board members present at the time of the vote.

ARTICLE IX - ASSOCIATE REGION

Purpose: In affiliation with and under the direction of the NWSRA Board of Directors to organize and promote water ski racing primarily within the regions geographical area, and secondly, throughout the United States. To conduct Region business and events in accordance with the Bylaws, Motions, Policies, Race and Safety Rules of the NWSRA and in accordance with the Bylaws and motions of USA-WS, Inc..

Region Executive Board:

1. **Elected Officers:** The Region Executive Board shall consist of the elected officers and the appointed committee chairpersons. The elected officers shall consist of the Region President, Vice President/Race Chairperson, Secretary, Treasurer and Sergeant-At-Arms. Approval of general business shall require a simple majority of the members present at the time of the vote. A quorum shall consist of a simple majority of the total number of elected officers and appointed chairpersons of the Regional Executive Board.
2. **Duties:**
 - a. **President:** The President shall preside at all meetings of the Region. He shall be an ex-officio member of all standing committees. They shall familiarize himself with and enforce the NWSRA Bylaws and Motions. He shall coordinate all Region business activity. He shall direct all correspondence through the Region Secretary.
 - b. **Vice President/Race Chairperson:** During the absence and/or inability of the President to render and perform His duties or exercise his powers, the same shall be performed and exercised by the Vice President/Race Chairperson; and when so acting, he shall have all the powers and be subject to all the same responsibilities hereby given to or imposed upon the President. As Race Chairperson he shall have the following duties:
 - (1) They shall conduct all Region Race Committee business.
 - (2) Preside over interpretation of region race rules.
 - (3) Receive, monitor and maintain point standings and forward copies of same to the National Points Custodian.
 - (4) Distribute to Associate Member Clubs and/or Event organizing committees race rules and standard forms as necessary.
 - (5) Interpret NWSRA Race Rules at the Region level, but will have no decision-making powers on protests except as a tie breaker .
 - (6) Incoming and outgoing Region Race Chairpersons are to attend the Annual NWSRA Fall National Board of Directors meeting.
 - c. **Secretary:** The Secretary is the recording officer of the Region and the nominal custodian of its records. He shall keep a true record of the Region and regular business meeting, which shall be read at the following meeting. He shall keep a correct list of the names and addresses of all Region members, as provided by the Treasurer, and shall drop from the roll any Associate Member Club or General Member whose dues are in

arrears. He shall read all communications and attend to all correspondence of the Region and carefully preserve the same for their successor.

- d. **Treasurer:** The Treasurer is the chief financial officer of the Region and shall be responsible for the control of the Region funds and the maintenance of appropriate records.
- (1) He shall keep an accurate account of monies received and disbursed and submit a written report monthly to the both the Region Executive Board and to the NWSRA CFO/Treasurer.
 - (2) He shall deposit monies immediately in the Federal Reserve affiliated Bank selected by the Region Executive Board.
 - (3) He shall pay all bills under \$250.00, as previously discussed by the Region Executive Board. Checks are to be signed by two (2) members of the Region Executive Board, who are not husband and wife. Amounts exceeding the \$250.00 limit must first be approved by the Region Executive Board.
 - (4) He shall notify in writing all region Associate Clubs and/or Full members whose dues are in arrears.
 - (5) The Region Secretary shall submit in writing to the NWSRA Treasurer a report showing the transactions of their office during the presiding calendar year for auditing.
- e. **Sergeant-At-Arms:** The Sergeant-At-Arms shall preside at/or near the door during meetings to help preserve order and do any other duties requested by the presiding officer.

Special Committees: Special committees as are specified in this Article to perform such general or special duties as may from time to time be delegated to any such committee by the Region Executive Board or by the Bylaws. The Chairperson and the members of such committees shall be members in good standing of both the NWSRA and USA-WS. They shall be appointed by the Region President with the approval of the Region Executive Board. The duties and duration of such committees may be determined by the Region President with the approval of the Region Executive Board. The Chairpersons and committee members of Special Committees shall have a voice at Region Executive Board meetings but shall have no vote. Subject to the approval of the Region Executive Board, the Region President may appoint any, all or none of the following Special committees:

- | | |
|----------------------|----------------|
| a. Region Points | b. Nominations |
| c. High Point Awards | d. Publicity |
| e. Safety | |

The President may also appoint special committees which do not conflict with the aforementioned committees. The duties of the standing committees shall be as determined by the Region Executive Board from time to time.

Region Funds and Securities:

1. **Authority:** The Region Executive Board may authorize the President and the Treasurer to sign checks on region funds, and may authorize the President, in the name of and on behalf of the Region to enter into any contract or loan agreement first approved by the NWSRA National Board of Directors. All funds of the Region, unless otherwise employed, shall be deposited in a Federal Reserve Affiliated Bank approved by the Region Executive Board.
2. **Dissolution:** Upon dissolution of a Region, after paying or adequately providing for debts and obligations the remaining assets shall revert to the NWSRA Treasury.

Region Membership: Upon obtaining membership into the NWSRA and USA-WS, Inc., a member may choose to be enrolled in the region of their choice, or a region will be assigned for him by the NWSRA National Board of Directors, based upon their residential address. Region membership may also be obtained through membership in an NWSRA Associate Club assigned to a specific Region by the NWSRA Board.

Election of Region Officers: Nominations for Region Officers will be submitted to the Region Executive Board by the Region Nominating Committee and Region members at the Region's Fall meeting. The Region Executive Board, through it's Nominating Chairperson will prepare the ballots and distribute them to Region members. Ballots

will be returned to and tallied by the Region Nominations Committee prior to the October Region meeting or the NWSRA Annual Fall National Board of Directors meeting, whichever comes first. Incoming and Outgoing Region Officers will attend the NWSRA Annual Fall National Board of Directors meeting.

Bylaws and Race Rules: All proposed Bylaw changes and Race Rule changes submitted to the Region shall be subject to simple majority vote of the Region elected and appointed officers prior to forwarding to the NWSRA National Board of Directors.

ARTICLE X - NATIONAL FUNDS AND SECURITIES

Signature Authority: The National Board of Directors may authorize and designate the President and the CFO/Treasurer, or any two (2) National Executive Council members, to sign checks on NWSRA funds. The Board may also authorize the President in the name of and on behalf of the NWSRA corporation to enter into any contract it approves.

Loans: No loan shall be contracted on behalf of the NWSRA corporation without the approval of the NWSRA National Board of Directors.

Depository of Funds: All funds of the NWSRA corporation (including Associate Region funds), unless otherwise employed, shall be deposited in a Federal Reserve Affiliated Bank.

Disposition of Funds: Upon dissolution of the NWSRA corporation, after paying or adequately providing for the debts and obligations of the NWSRA corporation, the remaining assets shall be distributed to the American Water Ski Educational Foundation.

ARTICLE XI - CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records: The NWSRA shall keep adequate and correct records of account and minutes of the proceedings of its Members, Board, and committees of the Board. The NWSRA shall also keep a record of its Members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report: If and only if required by applicable law or regulation, the Board shall cause an annual report to be sent to the Members.

Corporate Seal: The National Board of Directors may adopt a corporate seal. The Secretary of the NWSRA shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE XII - SUSPENSION OR EXPULSION

Suspension or Expulsion: An NWSRA member may be suspended or expelled for unsportsmanlike conduct; any willful violation of NWSRA and/or USA-WS rules or procedures; any criminal or fraudulent act; the failure to pay indebtedness to the NWSRA and any member of the NWSRA; or any other act which is contrary to the objectives and purposes of the NWSRA or the USA-WS, Inc.

Suspension or expulsion may be appealed and/or a grievance filed to the NWSRA per Article XIII or Article IX and when the NWSRA Board of Directors has made a final decision, then the resolution shall be referred directly to USA-WS and resolved in accordance with USA-WS Bylaws Article IX. The resolution must be passed by a two-thirds majority of the Board of Directors.

In such instances, the Region President of the Region where the alleged act occurred shall appoint an investigating committee of at least three members in good standing of the NWSRA and USA-WS, subject to approval

of the NWSRA President and the National Executive Council. No appointees of this investigating committee shall be members of the Region Executive Board where the alleged act occurred.

In such instances where the actions or incident occurred during an international event, whether domestically or abroad, the International Chairperson shall appoint an investigating committee of at least three members if good standing of the NWSRA and USA-WS, subject to approval of the NWSRA President and the National Executive Council.

These committees shall conduct a confidential investigation to determine whether any action is warranted. In the event the alleged incident occurred at a National or Region event, the committee will report in writing to both the Region President and to the NWSRA President recommending a resolution, either exonerating or preferring of specific charges. In the event the alleged incident occurred at an international event, whether domestically or abroad, the committee will report in writing to both the International Chairperson and to the NWSRA President recommending a resolution, either exonerating or preferring of specific charges.

ARTICLE XIII - DUE PROCESS

A Members shall have the right to due process including the appeal of actions or decisions by NWSRA Board of Directors or its representatives, where NWSRA has ultimate jurisdiction and responsibility for the action or decision. The process in this Article must be used for membership suspensions or expulsions before being forwarded to USA-WS which has ultimate jurisdiction and responsibility. The member must check the definition of an Appeal in the USA-WS Bylaws Article IX.

B Appeals shall use the following process:

1. As soon as possible after receiving notice of an adverse decision, but in all cases within ten (10) days of such notice, a member who believes that such decision was arbitrary or unreasonable shall file a written appeal with the President of NWSRA. Failure to timely file such an appeal shall be deemed a waiver of any objections to the decision, and that decision shall then become final and non-appealable;

The written appeal shall include the following

- (a) The identity of the appellant;
- (b) The identity of the NWSRA representative responsible for the decision (appellee);
- (c) A statement identifying whether the appeal requires action within ten (10) days, and if so, the reasons why "urgent" attention is required;
- (d) Citation of the criteria, standards or other material which the appellant contends NWSRA was obliged to follow in rendering the decision at issue;
- (e) A short and plain statement of all facts which the appellant contends demonstrate his dissatisfaction of the selection criteria at issue, and any other facts which the appellant contends demonstrate that the decision was arbitrary or unreasonable; and
- (f) The signature of the complainant (and the signature of his parent or legal guardian if he is under eighteen (18) years of age).

2. Upon receiving the written appeal, the President shall immediately distribute a copy of the appeal to each Officer and Director.

3. If the appeal is urgent (i.e., requires a decision within ten (10) days), the President shall convene a hearing via teleconference as soon as possible which shall include as many members of the Board as can be gathered for the emergency teleconference and shall also include the aggrieved member and the appellee if possible.

4. If the appeal is not urgent, the President shall schedule a hearing either in person or via teleconference at the earliest time convenient for members of the Board, the aggrieved member and the appellee, and shall provide written notice of the date, time and type of hearing. Any person entitled to participate in the hearing may do so via teleconference.

5. Notwithstanding anything herein to the contrary, if the urgency of the appeal requires a decision before a quorum of the Board can be gathered despite best efforts to obtain a quorum, then the decision of those Board members

who were able to participate in the hearing shall be final, and shall not be subject to attack on the basis that a quorum was not present.

- 6 Each party shall have the following rights during the formal hearing:
- (a) To be assisted or represented by any member, or by legal counsel of the party's choosing;
 - (b) To call witnesses and present oral and written evidence and argument which the Board, during the hearing, deems relevant;
 - (c) To confront and cross-examine adverse witnesses; and
 - (d) To have an audio, video or stenographic record made of the hearing at the party's own expense.

In any hearing conducted under this section, the Board shall affirm the decision at issue unless the aggrieved member proves by clear and convincing evidence that the decision was arbitrary or unreasonable. The decision of the Board is final and non-appealable within NWSRA unless expressly provided for elsewhere in these Bylaws.

8. After a resolution has been reached and the Appeals process has produced a final decision, the President shall forward the results to the President of USA-WS for action under Article IX of the USA-WS Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

The NWSRA Board may decline to impose any penalty or it may reduce any recommended penalty; however, the NWSRA Board shall not increase a recommended penalty or impose a penalty if the committee has found the member not in contravention of ARTICLE XII. A two-thirds (2/3) vote of all the NWSRA National Board of Directors is required for suspension or expulsion of any member.

For purposes of clarity and understanding:

"Suspension" shall imply to bar from or exclude as a penalty from membership and all its rights and privileges in the NWSRA for a specified period of time as imposed by the NWSRA National Board of Directors.

"Expulsion"- shall imply by use of authority, to deprive the rights and privileges of membership in the NWSRA forevermore from the date the penalty is imposed by the NWSRA National Board of Directors.

ARTICLE XIV - GRIEVANCE PROCEDURE

A Any member of NWSRA may file a written grievance with the President of NWSRA alleging a violation of the NWSRA Bylaws or NWSRA rules, policies and procedures. The member must check the definition of a Grievance in the USA-WS Bylaws Article IX.

B The President of NWSRA shall present the Grievance complaint to the Executive Committee for action per the following:

1 In such instances, the Executive Committee shall appoint an investigating committee of at least three regular members of NWSRA, subject to the approval of the President. None shall be members of the Region where the grievance occurred.

The committee shall conduct a confidential investigation to determine whether any action is warranted. The committee will report, within 30 days, in writing to the President recommending a resolution. The President shall present the results of the investigation and the results of the committee determination to the NWSRA Board of Directors for final resolution.

The President shall enact the recommendation unless it is revised or overturned by a majority vote of the Board through a Grievance procedure.

C After a decision has been reached and the Grievance process has produced a final decision, the President shall forward the results to the President of USA-WS for action under Article IX of the USA-WS Bylaws. The resolution must be passed by a two-thirds majority of the Board of Directors.

ARTICLE XV - ARBITRATION

Section 1. Controversy involving recognition of USA-WS, Inc. as the National Governing Body for Water Skiing in the United States shall be decided by binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association. Also, controversy involving recognition of the NWSRA in association with USA-WS, as the National Governing Body for Water Ski Racing in the United States shall be decided by binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association.

Section 2. In no case shall the eligibility requirements of NWSRA be more restrictive than those of USA-WS, Inc. or of the International Water Ski Federation (IWSF).

Section 3. NWSRA, as does USA-WS, will abide by the "Court of Arbitration for Sport" of the International Olympic Committee as required by the International Water Ski Federation (IWSF).

ARTICLE XVI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern NWSRA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order of the NWSRA or USA-WS, Inc. may adopt.

ARTICLE XVII - MISCELLANEOUS

Construction: Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the foregoing: the masculine gender includes the singular; and the term "person" includes both a corporation and a natural person.

Severability: Every provision of these Bylaws is severable, and if any term or provision hereof is held to be illegal or invalid for any reason whatsoever, such illegality or invalidity shall not effect the validity of the remainder of these Bylaws or any other provision thereof.

Headings: The headings in these Bylaws are for convenience only and shall not affect the construction hereof.

Venue: These Bylaws shall be governed by, and construed and enforced in accordance with, the laws of the State of California and venue for any action brought hereunder shall lie in the courts of Los Angeles County, California.

Insurance: The NWSRA shall have power to purchase and maintain insurance on behalf of any agent of the NWSRA against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the NWSRA would have the power to indemnify the agent against such liability under the provision of this Article.

Indemnification in Actions by Third Parties: The NWSRA shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding to the maximum extent permitted by the California Non-profit Mutual Benefit Corporation Law, by reason of the fact that such person is or was an agent of the NWSRA, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.

Advance of Expenses: Expenses incurred in defending any proceeding may be advanced with the approval of the NWSRA Board of Directors prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

These Bylaws supersede all previous Bylaws of the National Water Ski Racing Association (NWSRA)